FORM D

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB	APPROVAL
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SEC USE ONLY

OMB NUMBER:

3235-0076

Serial

Expires:

Prefix

November 30, 2001

Estimated average burden

hours per response......16.00

UNIFORM LIMITED OFFERING EXEMPTION	DATE RECEIVED
Name of Offering (a check if this is an amendment and name has changed, and indicate change.)  Series A Convertible Preferred Stock	
Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ■ Rule 506 □ Section Type of Filing: □ New Filing ■ Amendment	4(6) □ ULOE
A. BASIC IDENTIFICATION DATA	A <
1. Enter the information requested about the issuer	
Name of Issuer (□ check if this is an amendment and name has changed, and indicate change.)  ArcStream Solutions, Inc.	199 185
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
311 Arsenal Street, Watertown, MA 02472	(617) 393-2400
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business: a wireless systems integration firm.	
Type of Business Organization	03016072
■ corporation □ limited partnership, already formed	□ other (please specify).
□ business trust □ limited partnership, to be formed  Month Year	BDAATA
Actual or Estimated Date of Incorporation or Organization 09 00 ■ Actual □ Estimate	d PROCESSED
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction	

### GENERAL INSTRUCTIONS

Federal:

FINANCIAL 17 CFR 330 SOLAL

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



		A. BASIC IDENT	IFICATION DATA			
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executivy officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Keane, John F.						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
c/o ArcStream Solutions, Inc., 311 Arser	nal Street, Wate	ertown, MA 02472			,	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
D'Amore, Richard						
Business or Residence Address	(Number and S	treet, City, State, Zip Co-	de)			
		354 00400				
c/o ArcStream Solutions, Inc., 311 Arser Check Box(es) that Apply:			- F OSF	= D:	T.C	
Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Tun Name (Last name mst, it mutvidual)						
North Bridge Venture Partners IV-A, L	.P					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)			
950 Winter St., Waltham, MA 02451						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	L Tromoter	- Beneficial Owner	Executive Officer	□ Blicetor	Concrat and of managing factor	
,						
North Bridge Venture Partners IV-B, L		trant City State 71 Co.	1-1			
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)			
950 Winter St., Waltham, MA 02451	_					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)			· · · · · · · · · · · · · · · · · · ·			
Ingard, Sven						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
(Figures) of Activities (Figures) (Figures)						
34 Tabor Hill Road, Lincoln, MA 01773						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Nolan Richard						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
c/o ArcStream Solutions, Inc., 311 Arsei	nal Straat Wate	ontown MA 02472				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	LI Tromoter	Li Bellettetat Owner	L'Acculive Officer	- Director	Collector and/or proming rather	
(						
Business or Residence Address	(Number and	Street, City, State, Zip Co	nde)			
Dusiness of Residence Address	(14u1110EL AITO	ouwi, City, State, Zip Ct	, de j			
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
		•				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING						
	Yes	No				
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.						
2. What is the minimum investment that will be accepted from any individual?	\$	n/a				
· · · · · · · · · · · · · · · · · · ·	Yes	No				
3. Does the offering permit joint ownership of a single unit?						
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.						
Full Name (Last name first, if individual)  None						
Business or Residence Address (Number and Street, City, State, Zip Code)						
Dabbless of Residence Faddess (Cramos and Subset, Stay, State) 2.19 5500)						
Name of Associated Broker or Dealer						
States in which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	All States					
_[AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA]	_ [HI]	_ [ID]				
_ [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN]	_ [MS]	_ [MO]				
_ [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] _ [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [OR] _ [WY]	_ [PA] _ [PR]				
Full name (Last name first, if individual)						
Business or Residence Address (Number and Street, City, State, Zip Code)						
Name of Associated Broker or Dealer						
Traine of Fisher of Bearing						
States in which Person Listed Has Solicited or Intends to Solicit Purchasers						
(Check "All States" or check individual States)	All States					
_[AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] _[IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN]	_ [HI] _ [MS]	_ [ID] _ [MO]				
_ [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [OR]	_ [PA]				
_ [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [WY]	_ [PR]				
Full Name (Last name first, if individual)						
Business or Residence Address (Number and Street, City, State, Zip Code)						
Name of Associated Broker or Dealer						
States in which Person Listed Has Solicited or Intends to Solicit Purchasers						
(Check "All States" or check individual States)	All States					
_[AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] _[IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN]	_ [HI] _ [MS]	_ [ID] _ [MO]				
_ [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [OR]	_ [PA]				
_ [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [TX] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [WY]	_ [PR]				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold	
	Type of Security			
	Debt	\$	\$	
	Equity	\$ <u>9,000,000</u>	\$ <u>9,000,000</u>	
	□ Common ■ Preferred			
	Convertible Securities (including warrants)	\$	\$	
	Partnership Interests	\$	\$	
	Other (Specify)	\$	\$	
	Total	\$ <u>9,000,000</u>	\$ <u>9,000,000</u>	
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases \$ 9,000,000	
	Accredited Investors	4	\$ <u>9,000,000</u>	
	Non-accredited Investors		\$	
	Total (for filings under Rule 504 only)		\$	
	Answer also in Appendix, Column 4, if filing under ULOE			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering  Rule 505	Type of Security	Dollar Amount Sold	
	Regulation A		\$	
	Rule 504		\$	
	Total		\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		¥ <del></del>	
	Transfer Agent's Fees		\$	
	Printing and Engraving Costs		\$	
	Legal Fees		\$ <u>50,000</u>	
	Accounting Fees		\$	
	Engineering Fees		\$	
	Sales Commissions (specify finders' fees separately)		\$	
	Other Expenses (identify)	_	\$	
	Total	-	\$50,000	
	A W ***********************************	=		



60 State Street, Boston, Massachusetts 02109 617-526-6000 • Fax 617-526-5000

February 21, 2003

CERTIFIED MAIL No. 7000 0600 0028 7351 5806

Office of Small Business Policy Division of Corporation Finance U.S. Securities and Exchange Commission 450 Fifth Street, N.W. Washington, D.C. 20549

Re: ArcStream Solutions, Inc.

Dear Sir or Madam:

Enclosed for filing on behalf of ArcStream Solutions, Inc. are one manually signed and four copies of an amended Notice of Sale of Securities Pursuant to Regulation D on Form D. This Form D relates to an offering of Series A Convertible Preferred Stock.

Please acknowledge receipt and filing of the enclosed Form D by stamping and returning the enclosed copy of this letter in the envelope provided.

Sincerely,

Susan A. DeRoche Securities Specialist

direct dial 617-526-5153 susan.deroche@haledorr.com

SAD/sm Enclosure

cc: Lia DerMarderosian, Esq. (w/enc.)

	C. OFFERING PRICE	L, NUMBER OF INVESTORS, E2	CPENSES AN	D USE OF PROCEED	S	
	b. Enter the difference between the aggregate offering 1 and total expenses furnished in response to Part C - "adjusted gross proceeds to the issuer."	<ul> <li>Question 4.a. This difference is th</li> </ul>	e		\$.	8,950,000
5.	Indicate below the amount of the adjusted gross proc for each of the purposes shown. If the amount for an and check the box to the left of the estimate. The tota adjusted gross proceeds to the issuer set forth in respons	y purpose is not known, furnish an oal of the payments listed must equal	estimate the			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees			\$		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installation of machin	ery and equipment		\$		\$
	Construction or leasing of plant buildings and faciliti	es	. $\square$	\$		\$
	Acquisition of other business (including the value of that may be used in exchange for the assets or securit	ies of another issuer pursuant to a				
	merger)			\$		\$
	Repayment of indebtedness			\$		\$
	Working capital			\$	•	\$ <u>8,950,000</u>
	Other (specify):		_ 🗆	\$		\$
			-			
				\$		\$
	Column Totals			\$	•	\$ <u>8,950,000</u>
	Total Payments Listed (column totals added)				\$ <u>8,950,000</u>	
		D. FEDERAL SIGNAT	URE	·		
an	e issuer has duly caused this notice to be signed by the undertaking by the issuer to furnish to the U.S. Securition-accredited investor pursuant to paragraph (b)(2) of Ru	es and Exchange Commission, upon	If this notice is written reques	is filed under Rule 505, t t of its staff, the informa	he following si tion furnished b	gnature constitutes by the issuer to any
Iss	uer (Print or Type)	ignature		Date		
Αı	cStream Solutions, Inc	Maller-		February 2003	•	
Na	ame of Signer (Print or Type)	Title of Signer (Print or Type)				
		resident and Chief Executive Offi	icer			

## ATTENTION